

B7 (Official Form 7) (12/07)

UNITED STATES BANKRUPTCY COURT  
Northern District of Illinois

In re: **Arena Football League, LLC**

Debtor

Case No. **09-29024**

(If known)

**STATEMENT OF FINANCIAL AFFAIRS**

**1. Income from employment or operation of business**

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
88,594,883.00	2008 Form 1065	
34,938.56	2009 Peachtree	
9,890,527.00	2007 Form 1065	

**2. Income other than from employment or operation of business**

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
46093	2007 Form 1065	
11326	2008 Form 1065	

### 3. Payments to creditors

**Complete a. or b., as appropriate, and c.**

None



a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
AICCO, Inc. Box 9045 New York, NY. 10087-9045		40545.98	12574.19
Altura Communications PO Box 73452 Chicago, IL. 60673-7456	06/03/2009	764.08	764.08
AT&T PO Box 5019 Carol Stream, IL. 60197-5019		3021.69	2698.92
AT&T Internet Services PO Box 5019 Carol Stream, IL. 60197-5019		1492.39	1480.2
BlueCross BlueShield of Illinois 300 E. Randolph Street 4th Floor, Cash Receipts Chicago, IL. 60601		265088.15	58084.29
Cedar Consulting 18860 Geauga Lake Rd Chagrin Falls, OH. 44023	06/29/2009	3786.66	0
Charles Schwab Trust Company PO Box 202770 Austin, TX. 78720	07/31/2009	909.51	0
Command Transportation 7500 Frontage Road Skokie, IL. 60077	07/21/2009	985	0
Commonwealth Edison Bill Payment Center Chicago, IL. 60668-0002		1298.41	533.83
DP Fox Football Holdings, LLC 130 West Fultonm Suite 111 Grand Rapids, MI. 49503	05/21/2009	15216.73	99000

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Dynamic Solutions Group, Inc. 1022 Main Street Suite K Dunedin, FL. 34698		13593.73	3823.5
Excel Micro 505 Kendron Avenue Folsom, PA. 19033		600	0
Federal Express PO Box 94515 Palatine, IL. 60094-4515		2618.7	1831.66
Fifth Third Bank 222 S. Riverside Plaza 33rd Floor, MD GRVR31 Chicago, IL. 60606		76702.68	7725000
GE Capital (Contract) PO Box 740423 Atlanta, GA. 30374-0423		2220.94	13308
Genesys Conferencing Department 0938 Denver, CO. 80256-0938		2458.53	0
Georgia Force Football Club, LLC 4400 Falcon Parkway Flowery Branch, GA. 30542	05/21/2009	15211.04	76750
GlenStar Asset Management, LLC 8600 W. Bryn Mawr Suite 400N Chicago, IL. 60631	06/03/2009	16122.58	55263.1
Joe Bosack Graphic Design, Co. 1661 Oak Road Pottsville, PA. 17901	06/03/2009	2650	0
Majik Cleaning Services, Inc. 299 Broadway Suite 1610 New York, NY. 10007	06/03/2009	1594.2	2804.2
New York AFL, LP 1535 Old Country Road Plainview, NY. 11803	05/21/2009	12601.54	65500
Office Max 75 Remittance Drive #2698 Chicago, IL. 60675-2698	06/03/2009	1588.74	0

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O'Hare Record Retention Center 5000 W. Roosevelt Road Chicago, IL. 60644	07/09/2009	1134.91	194.27
Pigskin, Inc. St. Pete Times Forum 401 Channelside Drive Tampa, FL. 33602	05/21/2009	11059.24	20500
Pitney Bowes Credit Corp. PO Box 856460 Louisville, KY. 40285-6460		647.9	115.91
Redline Moving, Inc 7 Hill Court Glen Head, NY. 11545	07/09/2009	6352	0
Richards, Layton & Finger, P.A. One Rodney Square 920 King Street Wilmington, DE. 19801	07/15/2009	7500	0
SALP PO Box 2424 Philadelphia, PA. 19147	07/14/2009	3624.12	0
San Jose SaberCats, LP 600 E. Brokaw Road San Jose, CA. 95112	05/21/2009	13200.83	123750
Staples Business Advantage Dept DET PO Box 83689 Chicago, IL. 60696-3689	07/09/2009	1421.04	1023.35
Thompson Hine 335 Madison Avenue 12th Floor New York, NY. 10017	05/11/2009	4000	52490.54
Verizon PO Box 15124 Albany, NY. 12212-5124	05/14/2009	1325.21	4805.34
Verizon Wireless PO Box 25505 Lehigh Valley, PA. 18002-5505		6304.03	0
Westin-O'Hare 6100 North River Road Palatine, IL. 60018		2052.03	0

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Willis of Illinois, Inc  
39302 Treasury Center  
Chicago, IL.  
60694-9300

532

6298

None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Automatic Data Processing 100 Northwest Point Boulevard Elk Grove Village, IL. 60007-1018		538.41	0
CFDynamics 4695 North Colony Boulevard Suite 103 The Colony, TX. 75056	06/03/2009	24.95	0
Chicago Office Technology Group PO Box 5940 Lock Box 20-COE001 Carol Stream, IL. 60197-5940		540.8	18.8
Cisco, Inc. PO Box 801088 Houston, TX. 77280-1088	06/18/2009	188.2	0
Fort Dearborn Life Insurance Company 36788 Eagle Way Chicago, IL. 60678	05/14/2009	51	0
IDCSERVCO 3962 Landmark Street PO Box 1925 Culver City, CA. 90232-1925	06/18/2009	250	0
LTC Management Services, Inc. PO Box 240 Wadsworth, OH. 44282	07/01/2009	275.2	0
Marwedel, Minichello & Reeb, P.C. 10 S. Riverside Plaza #720 Chicago, IL. 606006	05/11/2009	500	1493.5
Pitney Bowes Purchase Power PO Box 856042 Louisville, KY. 40285-6042	06/03/2009	330.68	358.83
SECRETARY OF STATE (CA, LLC) N/A	05/14/2009	20	0

None ☐ c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>AFL Staff Salary in Advance</b> 8700 W. Bryn Mawr Avenue #120-South Chicago, IL. 60631 Former Staff		2144338.95	0
Jennifer O'Sullivan 620 Pelhamdale Avenue #51 Pelham Manor, NY. 10803 Hired Consultant		14700	12000
John Master 116 W. Redman Avenue Haddonfield, NJ. 08033 Former Employee	05/14/2009	22	0
Mark Lewis 200 Preserve Street Bozeman, MT. 59718 Hired Consultant		92231.57	0
Matthew Brash 1133 N. Dearborn #2009 Chicago, IL. 60610 Hired Consultant		4305.91	4090.31
Michael McNeil 545 E. 14th St. Apt. 2G New York, NY. 10009 Former Employee	06/18/2009	8100	0
Michael Stewart 101 Clinton St. Apt #8 New York, NY. 10002 Former Employee	06/18/2009	6011	0
Mike Loparo 1 Tower Ridge Westport, CT. 06880 Former Employee	07/14/2009	4166.6	0

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATIO	STATUS OR DISPOSITION
Arena Football Officials Association and Arena Football League, LLC 17-CA-24560	Unfair Labor Practices Charge	National Labor Relations Board	Pending
arenafootball2, LLC v. Arena Football League, LLC 51 196 Y 0080508	Accounting/Contract	American Arbitration Association	Settled
Steven B. Woltman v. Arena Football League, LLC 09 L 1872	Conversion	Circuit Court, Cook County, Illinois	Pending
NBC Universal, Inc. v. Arena Football League, LLC 603680/08	Contract/Accounting	NY Supreme, NY	Pending
Fox Sports Net, Inc. v. Arena Football League, LLC 602200/09	Contract	NY Supreme, NY	Pending
Milwaukee Mustangs Arena Football Club, Inc. v. Arena Football League, LLC 03 CH 09328	Contract/Fidcuiary Duty	Circuit Court, Cook County, Illinois	Dismissed
Laura Skarnulis and Arena Football League, LLC # - 09-004038	Accrued vacation pay	Illinois State Department of Labor	Pending
Arena Football League Players Association et al. v. Pigskin, LLC et al. 2:08-cv-06331	Review of Arbitration Award	US District Court, Calif, Central Distri	Dismissed
Arena Football League Players Association v. Arena Football League, et al No Case Number	Contract/Collective Bargaining Agreement	AFL/AFLPA internal arbitration	Pending

None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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NA



### 5. Repossessions, foreclosures and returns

None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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NA

### 6. Assignments and receiverships

None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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NA

None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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N/A

### 7. Gifts

None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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N/A

## 8. Losses

None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
NA		

## 9. Payments related to debt counseling or bankruptcy

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Richards, Layton and Finger, P.A. 920 North King Street Wilmington, Delaware 19801		\$7,500.00
William J. Factor 1363 Shermer Road, Suite 224 Northbrook, IL 60062	DP FOX FOOTBALL HOLDINGS, LLC	\$30,000.00

## 10. Other transfers

None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
NA		

None ☐ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR INTEREST IN PROPERTY
NA		

### 11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
HSBC Bank USA 250 Park Avenue New York, NY. 10177	CD, 0091, \$0	\$0, 8/18/2009

### 12. Safe deposit boxes

None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITOR	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
N/A			

### 13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
NA		0

### 14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
NA		

### 15. Prior address of debtor

None ☒ If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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## 16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

NA

## 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
NA			

None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
NA			

None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
NA		

# 18. Nature, location and name of business

None ☐ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the business, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
af2, LLC	22-3686344	200 S. Michigan Avenue, Suite 1200 Chicago, IL 60604	Indoor Football League	06/01/1999
AFL Charities, Inc.	22-3829597	8700 W. Bryn Mawr Avenue Suite 120-South Chicago, IL 60631	Charity arm of AFL	08/16/2001
AFL Events, LLC	20-1911057	8700 W. Bryn Mawr Avenue suite 120-South Chicago, IL 60631	Produces all AFL events, inc. ArenaBowl	08/13/2001
AFL Hall of Fame, NFP		8700 W. Bryn Mawr Avenue Suite 120-South Chicago, IL 60631	not for profit	08/05/2002
Arena Football Personnel, LLC	26-2215751	8700 W. Bryn Mawr Avenue Suite 120-South Chicago, IL 60631	Procure workers' compensation insurance	02/28/2008
IFL Acquisition, LLC		8700 W. Bryn Mawr, Avenue Suite 120-South Chicago, IL 60631	Acquisition	09/28/2000

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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### 19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

DATES SERVICES RENDERED

Joseph Vrankin

03/15/1999-08/31/2007

Laura Skarnulis

2/29/2000-05/15/2009

Matt Brash

01/01/2007-07/31/2009

Mike Szpylman

03/19/2001-02/28/2008

Suzanne Meredith

03/18/2008-01/31/2009

- None ☐ b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

ADDRESS

DATES SERVICES RENDERED

Grant Thornton, LLP  
175 West Jackson Boulevard  
20th Floor  
Chicago, IL 60604

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

ADDRESS

Matt Brash

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

DATE ISSUED

AFL Finance Committee

Fifth Third Bank  
233 South Wacker Drive  
Chicago, IL 60606

Grant Thornton, LLP  
175 West Jackson Boulevard  
20th Floor  
Chicago, IL 60604

Monroe Sweeris Trompe PLC  
6617 Crossing Drive, Suite 100  
Grand Rapids, MI 49508

Platinum Equity LLC  
360 North Crescent Drive  
Beverly Hills, CA 90210

04/01/2008

## 20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)	
	Jennifer O'Sullivan	0	secure docs
	Matt Brash	0	secure docs

- None ☐ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
08/19/2009	Matt Brash 8700 W. Bryn Mawr Avenue #120-South Chicago, IL. 60631

## 21. Current Partners, Officers, Directors and Shareholders

None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
AFL Philadelphia, LLC 7 Penn Center-17th Floor 1635 Market Philadelphia, PA. 19103	Owner/Operator - Philadelphia Franchise	4.55
Arizona Rattlers Football, LLC 320 East McDowell Road Suite 221 Phoenix, AZ. 85004	Owner/Operator - Arizona Franchise	4.55
Brass Gemini LLC 1136 RexCorp. Plaza, West Tower Uniondale, NY. 11556	Owner/Operator - New York Franchise	4.55
Chicago Football, LLC 235 21st Street Santa Monica, CA. 90402	Owner/Operator - Chicago Franchise	4.55
Cleveland AFL, LLC 4000 Ponce De Leon Blvd. Suite 700 Miami, FL. 33146	Owner/Operator - Cleveland Franchise	4.55
Colorado Arena Football, LLC 1000 Chopper Circle Denver, CO. 80204	Owner/Operator - Colorado Franchise	4.55
Columbus Destroyers, LLC 200 W. Nationwide Blvd Columbus, OH. 43215	Owner/Operator - Columbus Franchise	4.55
DP Fox Football Holdings, LLC 200 Ottawa NW Suite 500 Grand Rapids, MI 49503	Owner/Operator - Grand Rapids Franchise	4.55
Football Equities, Inc. 302 S. Graham Avenue Orlando, FL. 32803	League Member	9.09
Georgia Force Football Club, LLC 4400 Falcon Parkway Flowery Branch, GA. 30542	Owner/Operator - Georgia Franchise	4.55



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<b>Gridiron Enterprises, Inc.</b> 181 W. Madison Street Suite 4600 Chicago, IL 60602	<b>Founding Member</b>	<b>9.09</b>
<b>Jones Star Sports LTD</b> One Cowboys Parkway Irving, TX. 75063	<b>Owner/Operator - Dallas Franchise</b>	<b>4.55</b>
<b>Ken Garff Sports &amp; Entertainment, LLC</b> 531 South State Street Salt Lake City, UT. 84111	<b>Owner/Operator - Utah Franchise</b>	<b>4.55</b>
<b>LA Arena Football, LLC</b> 12100 W. Olympic Blvd Suite 400 Los Angeles, CA. 90064	<b>Owner/Operator - Los Angeles Franchise</b>	<b>4.55</b>
<b>New Orleans VooDoo Football, Inc.</b> 5800 Airline Drive Metairie, LA. 70003	<b>Owner/Operator - New Orleans Franchise</b>	<b>4.55</b>
<b>Orlando Predators Football Team, LLC</b> 302 S. Graham Avenue Orlando, FL. 32803	<b>Owner/Operator - Orlando Franchise</b>	<b>4.55</b>
<b>Pigskin, LLC</b> 401 Channelside Drive Tampa, FL. 33602	<b>Owner/Operator - Tampa Bay Franchise</b>	<b>4.55</b>
<b>San Jose SaberCats, LP</b> 600 E. Brokaw Road San Jose, CA. 95112	<b>Owner/Operator - San Jose Franchise</b>	<b>4.55</b>
<b>The Kansas City Brigade, Inc.</b> 2300 Main Street 9th Floor Kansas City, MO. 64108	<b>Owner/Operator - Kansas City Franchise</b>	<b>4.55</b>
<b>WAFL, LLC</b> 21300 Redskin Park Drive Ashburn, VA 20147	<b>Owner/Operator - Washington Franchise</b>	<b>4.55</b>

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Football Equities, Inc.</b>		
<b>Gridiron</b>		

## 22. Former partners, officers, directors and shareholders

None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
LA Arena Football, LLC		
New Orleans VooDoo Football, Inc.		
WAFL, LLC		

None ☐ b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
C. David Baker 468 N. Equestrian Drive Orange, CA. 92869	Commissioner	09/01/2008
Chris McCloskey	EVP, Communications	12/31/2008
Craig Bornemeier	VP, Player Personnel	07/31/2009
David Haney	SVP, Marketing & Fan Relations	12/31/2008
Edward Policy 40 West 67th Street Apt. 2D New York, NY. 10024	Acting Commissioner	05/15/2009
Jennifer O'Sullivan 620 Pelhamdale Avenue, #51 Pelham Manor, NY 10803	VP, Legal Affairs	07/31/2009
Jerry Trice	VP, Football Operations	12/31/2008
Jill Bokalders	VP, Game Operations & Special Events	12/31/2008
John Master 116 W. Redman Ave Haddonfield, NJ. 08033	EVP, General Counsel	05/15/2009
Laura Skarnulis 4043 West End Downers Grove, IL. 60515	CFO	05/15/2009
Marc Lowitz	President, AFL Network	12/31/2009
Michael McNeil	VP, Sales	12/31/2008
Mike Loparo	VP, Consumer Products	12/31/2008
Robert Brooks	VP, Human Resources	12/31/2008
Suzanne Meredith	Controller	01/31/2009

**23. Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
NA		

**24. Tax Consolidation Group.**

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
NA	

**25. Pension Funds.**

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
AFL 401K Plan	

\* \* \* \* \*

[If completed on behalf of a partnership or corporation]

I, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct, to the best of my knowledge, information and belief.

Date

10/28/09

Signature



James Benacci, Acting Chief Executive Officer  
Print Name and Title

ALEX MOGLIA  
BANKRUPTCY  
TRUSTEE

FOR  
ARENA FOOTBALL  
LEAGUE, LLC.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

\_\_\_\_ continuation sheets attached

ALEX MOGLIA,  
TRUSTEE, DOES  
NOT VOUCH FOR  
THEIR ~~THE~~ ACCURACY OR  
COMPLETENESS